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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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<i>In re</i>	:
DELPHI CORPORATION, <i>et al.</i>	:
Debtor.	:
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**RESPONSE OF WILLIAM P. DOWNEY TO DEBTORS'
THIRD OMNIBUS OBJECTION PURSUANT TO 11 U.S.C. § 502(b)
AND FED. R. BANKR. P. 3007 TO CERTAIN (A) CLAIMS WITH
INSUFFICIENT DOCUMENTATION, (B) CLAIMS UNSUBSTANTIATED
BY DEBTORS' BOOKS AND RECORDS, AND (C) CLAIMS SUBJECT
MODIFICATION ("THIRD OMNIBUS CLAIMS OBJECTION")**

William P. Downey (“Downey”) hereby submits his Response to the Debtors’ Third Omnibus Objection pursuant to 11 U.S.C. § 502(b) and Fed.R.Bankr.P. 3007 to Certain (A) Claims with Insufficient Documentation, (B) Claims Unsubstantiated by Debtors’ Books and Records, and (C) Claims Subject to Modification (the “Objection”).

1. These voluntary and related Chapter 11 cases were commenced by Delphi Corporation and certain of its affiliates (collectively, the “Delphi Debtors”) on October 8 and 14, 2005. The Delphi Debtors are operating their respective businesses as debtors in possession. These Chapter 11 cases are being jointly administered by this Court.

2. The Delphi Debtors include, in addition to Delphi Corporation, (i) Delphi Automotive Systems, LLC (“DAS”), and (ii) Delphi Automotive Systems Human Resources, LLC (“DASHR”).

3. William Downey (“Downey”) was and currently is employed by Delphi. During his employment, Downey participated in the Delphi Stock Purchase Program 401K retirement plan as defined in 11 U.S.C. Section 1114(a). As part of this Stock Purchase Program, Downey received Delphi stock as an investment in this 401K. When Delphi filed for bankruptcy, the value in Downey’s 401K retirement plan dropped substantially.

4. On July 28, 2006 and July 31, 2006, Downey filed duplicate proofs of claim in an effort to secure his position as a creditor of Delphi. The reason for the two (2) proofs of claim is that Downey believed that he sent the first proof of claim to the wrong address and in an effort to make sure that my proof of claim would be timely filed, I sent another proof of claim to the correct address without being aware that the United States Bankruptcy Court for the Southern District of New York actually received both proofs of claim.

5. In its Objection, the Delphi Debtors seek to expunge Downey’s Claim Numbers 12129, filed July 28, 2006 and 14370, filed July 31, 2006 as being unsubstantiated claims.

6. Downey objects to the relief sought in the Objection with respect to Claim Numbers 12129 and 14370, in regards to the fact that Delphi Debtors state that the claims are unsubstantiated. However, Downey does not object to the expungement of his later filed Claim, as it is just a duplicate of his first Claim.

7. Pursuant to the Notice of Objection to Claim, an “Unsubstantiated Claim” is one that assert liabilities or dollar amounts that the Debtors have determined are not owing pursuant to the Debtors’ books and records.

8. Not only did Downey provide Delphi with documentation to support his proof of claim, he also attached a narrative to explain said documentation, which states the allowable

amount as \$6,750.25 as an unsecured priority claim and \$13,891.18 as an unsecured non priority claim, for a total amount of \$20,641.44. See Exhibit A attached hereto.

9. If there is information that is not in conformity with Delphi Debtor's books and records, Downey is unaware of what they may be.

10. Therefore, Downey hereby objects to the relief sought in the Objection of Delphi Debtors with respect to his Claim, and requests that this Court disallow the expungement of his Claim as unsubstantiated.

Dated: November 20, 2006

Respectfully submitted,

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